# CORRECTED EXHIBIT C

From: Cook, Shayna [shayna.cook@bartlit-beck.com]

Sent: Monday, December 10, 2007 5:46 AM To: Hemminger, Steve; Ellinikos, Maria Subject: RE: List of Viacom subsidiaries

Dear Steve,

That time works for me. Thanks very much.

#### Shayna

Shayna S. Cook Bartlit Beck Herman Palenchar & Scott LLP 54 West Hubbard, Suite 300 Chicago, IL 60610 312-494-4465

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From: Hemminger, Steve [mailto:shemminger@akingump.com]

**Sent:** Friday, December 07, 2007 12:15 PM **To:** shayna.cook@bartlit-beck.com; Ellinikos, Maria

Subject: RE: List of Viacom subsidiaries

Hi Shayna,

Thank you for the listing. The CEO has been out on Vacation and I have not been able to discuss the matters we discussed with him. He is anticipated back on Monday and I expect to speak with him on Tuesday. I will be at a Bankruptcy hearing from Wednesday until Friday in Los Angeles. Are you available on December 17th at 11:00 PST? I am hopeful we can come to resolution of the issues at that time.

Best regards,

Steven D. Hemminger

Akin Gump Strauss Hauer & Feld LLP Two Palo Alto Square 3000 El Camino Real, Suite 400 Palo Alto, CA 94306 Office Phone: 650,838,2000

Facsimile: 650.838.2001

E-mail: shemminger@akingump.com

From: Cook, Shayna [mailto:shayna.cook@bartlit-beck.com]

Sent: Wednesday, December 05, 2007 12:52 PM

**To:** Hemminger, Steve; Ellinikos, Maria **Subject:** List of Viacom subsidiaries

Steve and Maria,

Here is the list of Viacom subsidiaries I referred to during our phone conversation.

Please let me know if 1 pm PST on Monday works for you.

Thanks very much.

Shayna

Shayna S. Cook Bartlit Beck Herman Palenchar & Scott LLP 54 West Hubbard, Suite 300 Chicago, IL 60610 312-494-4465

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### EX-21.1 2 dex211.htm SUBSIDIARIES OF VIACOM INC.

#### Exhibit 21.1

## Subsidiaries of Viacom Inc. (as of January 31, 2007)

#### **Domestic**

Subsidiary Name	Place of Incorporation or Organization
\$600/Hour Productions LLC	Delaware
365Gay LLC	Delaware
37th Floor Productions Inc.	Delaware
38th Floor Productions Inc.	Delaware
5555 Communications Inc.	Delaware
Aardvark Productions, Inc.	Delaware
Acoustic Music, Inc.	Tennessee
Adoy LLC	Delaware
After School Productions Inc.	Delaware Delaware
AfterL.com LLC	Delaware
Air Realty Corporation	Delaware
Air Realty LLC.	
All About Productions LLC	Delaware
Animated Productions Inc.	Delaware
Antics G.P. Inc.	Delaware
Arteraft Productions Inc.	Delaware
Atom Entertainment, Inc.	Delaware
Bardwire Inc.	Delaware
Benjamin Button Productions LLC	Delaware
BET Acquisition Corp.	Louisiana
BET Animations, LLC	Delaware
BET Arabesque, LLC	Delaware
BET Comic View II, LLC	Delaware
BET Creations, Inc.	Delaware
BET Development Company	Delaware
BET Documentaries, LLC.	Delaware
BET Event Productions, LLC	Delaware
BET Grilled, LLC	Delaware
BET Holdings LLC	Delaware
BET Innovations Publishing, Inc.	Delaware
BET Interactive, LLC	Delaware
BET International, Inc.	Delaware
BET Live From LA, LLC	Delaware
BET Live Production, LLC	Delaware
BET Music Soundz, Inc.	Delaware
BET Oh Drama!, LLC	Delaware
RET Pictures II Development 0 B	Delaware
BET Pictures II Development & Production, Inc. BET Pictures II Distribution, Inc.	Delaware
1 Distribution, Hig.	Delaware

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BET Pictures II, LLC	Delaware
BET Prime and Mike, LLC	Delaware
BET Productions II, Inc.	Delaware
BET Productions III, LLC	Delaware
BET Productions IV, LLC	Delaware
BET Publications, LLC	Delaware
BET Radio, L.L.C.	Delaware
BET Satellite Services, Inc.	Delaware
BET Services, Inc.	Delaware
BET Sheryl & Friends, LLC	Delaware
BET Television Productions, LLC	Delaware
BET The Way We Do It, LLC	Delaware
Beta Theatres Inc.	Delaware
Big Shows Inc.	Delaware
Black Entertainment Television LLC	District of Columbia
Blackout Productions Inc.	Delaware
Bling Productions Inc.	Delaware
Blue Sea Productions, Inc.	Delaware
Blue/White Productions Inc.	Delaware
BN Productions Inc.	Delaware
Box Italy LLC, The	Delaware
Box Worldwide LLC, The	Delaware
Caballero Acquisition Inc.	Delaware
California Holdings LLC	Delaware
CBS Cable Networks, Inc.	Delaware
Central Productions LLC	Delaware
Cinamerica Service Corporation	Delaware
Cloverleaf Productions Inc.	Delaware
CMT Productions Inc.	Delaware
Cocktails @ 4 Productions LLC	Delaware
College Publishing Inc.	Delaware
Columbus Circle Films LLC	Delaware
Comedy Partners	New York
Country Entertainment, Inc.	Delaware
Country Music Television, Inc.	Tennessee
Country Network Enterprises, Inc.	Delaware
Country Services Inc.	Delaware
country.com, Inc.	Delaware
Cradle of Life Productions LLC	Delaware
Creative Mix Inc.	Delaware
Danielle Productions LLC	Delaware
Daza Productions Inc.	Delaware
Delaware Blue Steel Inc.	New York
DIGICO Inc.	Delaware

Direct Court Productions, Inc. DreamWorks Distribution LLC

Delaware Delaware

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DreamWorks Dramatic TV LLC	Delaware
DreamWorks Films LLC	Delaware
DreamWorks Finance LLC	Delaware
DreamWorks International Distribution LLC	Delaware
DreamWorks International Productions LLC	Delaware
DreamWorks Internet LLC	Delaware
DreamWorks L.L.C.	Delaware
DreamWorks Music Publishing LLC	Delaware
DreamWorks Music Publishing Nashville LLC	Delaware
DreamWorks Productions LLC	Delaware
DreamWorks Project Development LLC	Delaware
DreamWorks SKG TV LLC	Delaware
DreamWorks Television Animation LLC	Delaware
DreamWorks Television LLC	Delaware
DTE Films LLC	Delaware
DW Holdco LLC	Delaware
DW One Corp.	Delaware
DW Two Corp.	Delaware
DWTV Finance I LLC	Delaware
Eighth Century Corporation	Delaware
Emily Productions LLC	Delaware
Extreme Group Holdings Inc.	Delaware
Failure to Launch Productions LLC	Louisiana
Famous Music LLC	Delaware
Famous Orange Productions Inc.	Delaware
Festival Inc.	Delaware
Filmeraft Productions Inc.	Delaware
Future General Corporation	Delaware
Games Animation Inc.	Delaware
Games Productions Inc.	Delaware
GameTrailers Corp.	Delaware
GC Productions Inc.	Delaware
Gladiator Productions LLC	Delaware
Grace Productions LLC	Delaware
Gramps Company, Inc., The	Delaware
Hard Caliche LLC	New Mexico
Harmonix Music System, Inc.	Delaware
Hey Yeah Productions Inc.	Delaware
House of Yes Productions Inc.	Delaware
IFILM Corp.	Delaware
Imagine Radio, Inc.	California
International Overseas Film Services, Inc. International Overseas Productions, Inc.	Delaware
Joseph Productions Inc.	California
vosepii i roductions inc.	Delaware

Ladies Man Productions USA Inc. Last Holiday Productions LLC

Delaware Louisiana

Little Boston Company Inc.	Delaware
Long Road Productions	Illinois
Longest Yard Productions Inc.	Delaware
Mad Production Trucking Company	Delaware
Magical Motion Pictures Inc.	Delaware
Magicam, Inc.	Delaware
Marathon Holdings Inc.	Delaware
Meadowlands Parkway Associates	New Jersey
Melange Pictures LLC	Delaware
Michaela Productions Inc.	Delaware
Mischief New Media Inc.	New York
MoonMan Productions Inc.	Delaware
MTV Animation Inc.	Delaware
MTV Asia Development Company Inc.	Delaware
MTV Australia Inc.	Delaware
MTV DMS Inc.	Delaware
MTV Networks Europe	Delaware
MTV India Development Company Inc.	Delaware
MTV Networks Enterprises Inc.	Delaware
MTV Networks Europe Inc.	Delaware
MTV Networks Global Services Inc.	Delaware
MTV Networks Latin America Inc.	Delaware
MTV Networks on Campus Inc.	Delaware
MTV Networks Shopping Inc.	Delaware
MTV Networks South Africa Inc.	Delaware
MTV Russia Holdings Inc.	Delaware
MTV Songs Inc.	Delaware
MTVBVI Inc.	Delaware
MTVi Group, Inc., The	Delaware
MTVi Group, L.P., The	Delaware
MTVN Direct Inc.	Delaware
MTVN Online Inc.	Delaware
MTVN Online Partner I Inc.	Delaware
MTVN Online Partner I LLC	Delaware
MTVN Shopping Inc.	Delaware
MTVN Video Hits Inc.	Delaware
Music By Nickelodeon Inc.	Delaware
Music By Video Inc.	Delaware
NeoPets, Inc.	Delaware
Netherlands Overseas Inc.	Delaware
Network Enterprises, Inc.	Delaware
Neutronium Inc.	Delaware
Newdon Productions	Delaware
Nick At Nite's TV Land Retromercials Inc.	Delaware
	Dolawale

Nickelodeon Animation Studios Inc. Nickelodeon Australia Inc.

Delaware Delaware

Nickelodeon Brasil Inc.	Delaware
Nickelodeon Direct Inc.	Delaware
Nickelodeon Global Network Ventures Inc.	Delaware
Nickelodeon Magazines Inc.	Delaware
Nickelodeon Movies Inc.	Delaware
Nickelodeon Notes Inc.	Delaware
Nickelodeon Online Inc.	Delaware
Night Falls Productions Inc.	Delaware
NM Classics Inc.	Delaware
Noggin LLC	Delaware
Not Before 10am Productions Inc.	Delaware
NP Domains, Inc.	Delaware
NV International, Inc.	
O & W Corporation	Georgia
One & Only Joint Venture, The	Tennessee New York
On-Site Productions, Inc.	Delaware
Open Door Productions Inc.	
Outdoor Entertainment, Inc.	Delaware
Pacific Productions LLC	Tennessee
Paramount Canadian Productions, Inc.	Delaware
Paramount Digital Entertainment Inc.	Delaware
Paramount Films of Australia Inc.	Delaware
Paramount Films of China, Inc.	Delaware
Paramount Films of Egypt, Inc.	Delaware
Paramount Films of India, Ltd.	Delaware
Paramount Films of Italy, Inc.	Delaware
Paramount Films of Lebanon, Inc.	Delaware
Paramount Films of Pakistan Ltd.	Delaware
Paramount Films of Southeast Asia Inc.	Delaware
Paramount Home Entertainment Inc.	Delaware
Paramount Images Inc.	Delaware
Paramount LAPTV Inc.	Delaware
Paramount Licensing Inc.	Delaware
Paramount Overseas Productions, Inc.	Delaware
Paramount Pictures Corporation	Delaware
Paramount Pictures Louisiana Production Investments II LLC	Delaware
Paramount Pictures Louisiana Production Investments III LLC	Louisiana
Paramount Pictures Louisiana Production Investments LLC	Louisiana
Paramount Production Support Inc.	Louisiana
Paramount Productions Service Corporation	Delaware
Paramount Worldwide Productions Inc.	Delaware
Park Court Productions, Inc.	Delaware
Peanut Worm Productions Inc.	Delaware
Peppercorn Productions, Inc.	Delaware
	Tennessee

Perfect Score Films Inc.

Delaware

Pet II Productions Inc.	CONTRACTOR OF THE PROPERTY OF
Pop Channel Productions Inc.	Delaware
Pop Culture Productions Inc.	Delaware
Pop Toons Inc.	Delaware
Premiere House, Inc.	Delaware
Prime Directive Productions Inc.	Delaware
PT Productions Inc.	Delaware
	Delaware
RateMyProfessors.com Inc.	Delaware
RateMyProfessors.com International Inc.	Delaware
Remote Productions Inc.	Delaware
Sammarnick Insurance Corporation	New York
Scarab Publishing Corporation	Delaware
SFI Song Company	Florida
Shirley Valentine Company Joint Venture, The	Delaware
SKG Louisiana LLC	Louisiana
SKG Music LLC	Delaware
SKG Music Nashville Inc.	Delaware
SKG Music Publishing LLC	Delaware
SKG Productions LLC	Louisiana
SonicNet L.L.C.	Delaware
Spelling Films Inc.	Delaware
Spelling Films Music Inc.	Delaware
Spelling Pictures Inc.	Delaware
State of Mind Inc.	Delaware
Stepdude Productions LLC	Louisiana
Superstar Productions USA Inc.	Delaware
Talent Court Productions, Inc.	Delaware
TC Productions Inc.	Delaware
Thinner Productions, Inc.	Delaware
Timeline Films Inc.	Delaware
TNN Classic Sessions, Inc.	Delaware
TNN Productions, Inc.	Delaware
TV Land Canada Holding Inc.	Delaware
Tunes By Nickelodeon Inc.	Delaware
UGJ Productions Inc.	Delaware Delaware
Untitled Productions II LLC	
Urge Prepaid Cards Inc.	Delaware
Uptown Productions Inc.	Virginia
Viacom Animation of Korea Inc.	Delaware
Viacom Asia Inc.	Delaware
Viacom Camden Lock Inc.	Delaware
Viacom Global Services Inc.	Delaware
Viacom Hearty HA! HA! LLC	Delaware
Viacom Holdings Germany LLC	Delaware
	Delaware

Viacom Inc.

Viacom International Inc. Political Action Committee Corporation

Delaware Delaware

Viacom International Inc. Delaware Viacom International Services Inc. Delaware Viacom Netherlands Management LLC Delaware Viacom Networks Europe Inc. Delaware. Viacom Notes Inc. Delaware Viacom Realty Corporation Delaware Viacom Receivables Funding I Corporation Delaware Viacom Receivables Funding V Corporation Delaware Viacom Songs Inc. Delaware Viacom Subsidiary Management Corp. Delaware Viacom Telecommunications (D.C.) Inc. Delaware Viacom Tunes Inc. Delaware WF Cinema Holdings, L.P. Delaware Wilshire Court Productions, LLC Delaware World Sports Enterprises Tennessee Worldwide Productions, Inc. Delaware Wuthering Heights, CA Productions Inc. Delaware Xfire, Inc. Delaware Zoo Films LLC Delaware

#### International

Place of Incorporation or Subsidiary Name Organization 24th Floor Inc. Canada (Ontario) On Second Thought Productions Inc. Canada (British Columbia) 3085284 Nova Scotia Limited Canada (Nova Scotia) ATR Films Inc. Canada (Ontario) Bad Boys Production Music B.V. Netherlands Belhaven Limited Bahamas Biscondi Sdn Bld (in liquidation) Malaysia Blind Eye Productions Inc. Canada (British Columbia) Bronson Gate Film Management GmbH Germany Capital Equipment Leasing Limited United Kingdom Cent Productions Inc. Canada (Ontario) CIC Home Video GmbH (in liquidation) Switzerland CIC Video (Pty) Limited South Africa Cinematic Arts B.V.B.V. Netherlands CVV (Japan) B.V. Netherlands Dallington TV Limited United Kingdom Director's Cuts Production Music Limited United Kingdom DreamWorks Distribution Canada Co. Canada (Nova Scotia) DTV Productions Inc. Canada (Ontario) DW (Netherlands) BV Netherlands DW Productions UK Limited United Kingdom

e-tv Produktions-und Vermarktungs GmbH Germany Extreme Australia Pty Limited Australia Extreme Music Limited United Kingdom Extreme Music RMF Limited United Kingdom Extreme Musik GmbH Germany Famous Music Publishing France SARL France Famous Music Publishing Germany GmbH & Co KG Germany Famous Music Publishing Limited United Kingdom Famous Players International B.V. Netherlands Films Paramount S.A. Netherlands Four Brothers Films Inc. Canada (Ontario) Futa B.V. Netherlands Game One SAS France Global Film Distributors B.V. Netherlands Golden UIP Film Distributors Limited BV (in liquidation) Netherlands Greenland Place Music Limited United Kingdom Haverstraw Insurance Corporation Limited Bermuda High Command Productions Limited United Kingdom HTL Productions Inc. Canada (Ontario) PPG Holding 5 BV Netherlands Invisions Holding B.V. Netherlands Kindernet C.V. Netherlands Lisarb Holding B.V. Netherlands Maximum Attitude Musique SARL France MTV Asia LDC Cayman Islands MTV Asia Ownership One LDC Cayman Islands MTV Asia Ownership Two LDC Cayman Islands MTV Asia Ventures (India) Pte. Ltd Mauritius MTV Asia Ventures Co. Cayman Islands MTV Channel Espana SL Spain MTV Extra SAS France MTV Group Japan KK Japan MTV Hong Kong Limited Hong Kong MTVi Group Japan KK Japan MTV IMP Japan Inc. Japan MTV India LDC Cayman Islands MTV Japan KK Japan MTV Networks AB Sweden MTV Networks Africa (Proprietary) Limited South Africa MTV Networks Argentina SRL Argentina MTV Networks Australia Pty Limited Australia MTV Networks B.V. Netherlands MTV Networks Belgium BVBA Belgium MTV Networks de Mexico S. de R.L. de C.V. Mexico

MTV Networks India Private Limited MTV Networks Japan B.V.

India Netherlands

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MTV Networks Ltda (Portugal)	Portugal
MTV Networks New Zealand Ltd.	New Zealand
MTV Networks Polska B.V.	Netherlands
MTV Networks Polska Limited	United Kingdom
MTV Networks Polska Sp. zo.o	Poland
MTV Networks Polska VOF	Netherlands
MTV Networks Productions B.V.	Netherlands
MTV Networks SARL	France
MTV Radio Productions Limited	United Kingdom
MTV SA LDC	Cayman Islands
MTV Taiwan LDC	Cayman Islands
NeoPets Asia Pte. Ltd.	Singapore
Nickelodeon (Deutschland) GmbH & Co KG	Germany
Nickelodeon (Deutschland) Verwaltung GmbH	Germany
Nickelodeon Asia Holdings Pte. Limited	Singapore
Nickelodeon France S.A.S.	France
Nickelodeon Huggings U.K. Limited	United Kingdom
Nickelodeon India Pvt Ltd	India
Nickelodeon International Limited	United Kingdom
Nickelodeon Management Holdings Pte Ltd	Singapore
Nickelodeon Mauritius Ltd	Mauritius
Nickelodeon U.K. Limited	United Kingdom
N.V. Broadcasting (Canada) Inc.	Canada (Federal)
On Music Network Co Ltd.	Korea
Paramount British Pictures Limited	United Kingdom
Paramount Comedy Channel Espana SL	Spain
Paramount Home Entertainment (Australasia) Pty Limited	Australia
Paramount Home Entertainment (Brazil) Ltda	Brazil
Paramount Home Entertainment (Denmark) I/S	Denmark
Paramount Home Entertainment (Finland) Oy	Finland
Paramount Home Entertainment (France) S.A.S	France
Paramount Home Entertainment (Germany) GmbH	
Paramount Home Entertainment (Italy) SRL	Germany
Paramount Home Entertainment (Japan) Ltd.	Italy
Paramount Home Entertainment (Korea) Ltd.	Japan
Paramount Home Entertainment (Mexico) S. de R.L. de C.V.	Korea
Paramount Home Entertainment (Mexico) Services S. de R.L. de C.V.	Mexico
Paramount Home Entertainment (New Zealand) Ltd.	Mexico
Paramount Home Entertainment (Norway) ANS	New Zealand
Paramount Home Entertainment (Spain) S.L.	Norway
Paramount Home Entertainment (Sweden) AB	Spain
Paramount Home Entertainment (UK)	Sweden
Paramount Home Entertainment B.V.	United Kingdom
Paramount Home Entertainment International (Holdings) B.V.	Netherlands
Troumings) D. V.	Netherlands

Paramount Home Entertainment International B.V.

Netherlands

Viacom Canadian Productions Holdings Inc.

Paramount Home Entertainment International Limited United Kingdom Paramount International (Netherlands) B.V. Netherlands Paramount Latin America SRL Argentina Paramount Pictures Australia Pty. Limited Australia Paramount Pictures International Limited United Kingdom Paramount Pictures Corporation (Canada) Inc. Canada (Ontario) Paramount Pictures Entertainment Canada Inc. Canada (Ontario) Paramount Pictures International Limited (formerly Paramount Pay TV Limited) United Kingdom Paramount Pictures Louisiana Production Investments LLC United Kingdom Paramount Pictures International Limited United Kingdom Paramount Pictures Productions Australia Pty. Limited Australia Paramount UK Partnership (Paramount Comedy Channel UK) United Kingdom Perfect Score Films Inc. Canada (British Columbia) PF Films Inc. Canada (Ontario) PPC Film Management GmbH Germany Preview Investments BV Netherlands PT MTV Indonesia Indonesia Regional Asia Investment Venture Pte Ltd. Mauritius RR Films Inc. Canada (Alberta) S Media Vision AG Switzerland Servicios Para Empresas de Entretenimiento S de RL de CV Mexico Shockwave.com Sarl Switzerland SKG Studios Canada Inc. Canada (Ontario) Smoker Films Inc. Canada (Ontario) The Box Holland BV Netherlands . The Extreme Music Library (Ireland) Limited Ireland The Extreme Music Library Limited United Kingdom The Music Source Inc. (MTV Philippines) Philippines Timeline Films Inc. Canada (Ontario) TV on tour Veranstaltungs GmbH Germany TV Total Print Verlags GmbH Germany Paramount Picture Service (UK) United Kingdom PPG Holding 95 BV Netherlands Paramount Pictures UK United Kingdom Paramount Pictures (NZ) New Zealand Paramount Pictures Brasil Distribuidora de Filmes Ltda Brazil Paramount Pictures Australia Pty. Australia Paramount Pictures Mexico S de RL Mexico Paramount Pictures France Sarl France Viacom (Deutschland) Beteiligungen GmbH Germany Viacom Acquisition KK Japan Viacom Brand Solutions Limited United Kingdom Viacom Canadian Holdings Inc. Canada (Ontario)

Canada (Ontatio)

Viacom Global Limited United Kingdom Viacom Holdings Brasil Ltda Brazil Viacom International Japan KK Japan Viacom Limited United Kingdom Viacom Networks Brasil Ltda. (formerly known as Nickelodeon Brazil Ltda) Brazil Viacom Networks Italia Limited United Kingdom Viacom Overseas Holdings C.V. Netherland Antilles Viacom VHENO GmbH Germany Visionair Television B.V. Netherlands VIVA-connect GmbH Germany VIVA Fernsehen GmbH Germany VIVA Media Enterprises GmbH Germany VIVA Media GmbH Germany Viva Plus Fernsehen GmbH Germany VIVA TV Productions Sp.z.o.o. Poland VIVA Production SRL Italy VIVA Radio Beteiligungs GmbH Germany Wayfarer Media Limited Cyprus Westka Interactive GmbH i.L Germany Widow's Broom Films Inc. Canada (Ontario) Worldwide MSP Limited United Kingdom Yalian Online Network Limited Company China Z+ Broadcasting Company Ltd Hungary Zarina 99 Vermöegensver-waltungsgesellschaft GmbH Germany